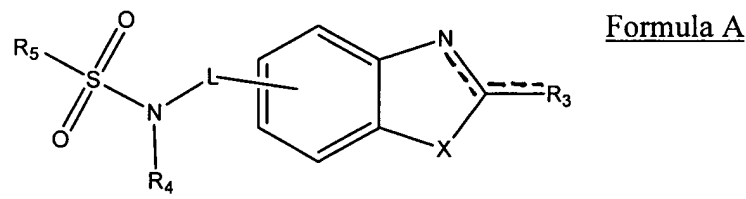
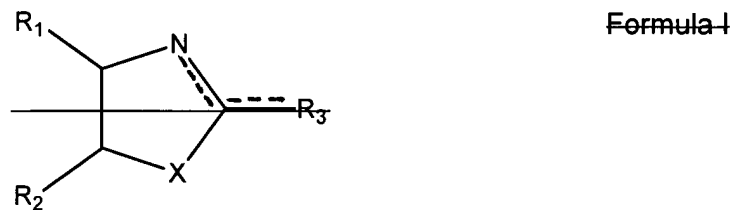


Amendments to the claims

This listing of claims will replace all prior versions and listings of the claims.

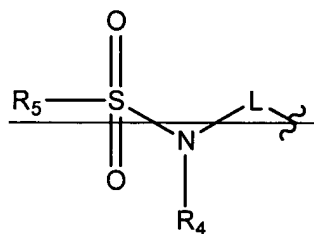
Listing of Claims:

1. (Currently Amended) A compound having Formula [[I]] A



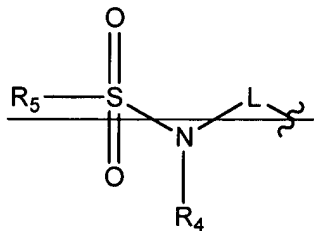
Wherein each dotted line optionally represents a double bond;

~~wherein one of R₁ and R₂ is a group of the formula~~



~~wherein R₄ is selected from H and hydrocarbyl, R₅ is a hydrocarbyl group and L is an optional linker group,~~

~~or R₁ and R₂ together form a ring substituted with the group~~



wherein R₃ is H or a substituent;

L is absent or is -CH₂-;

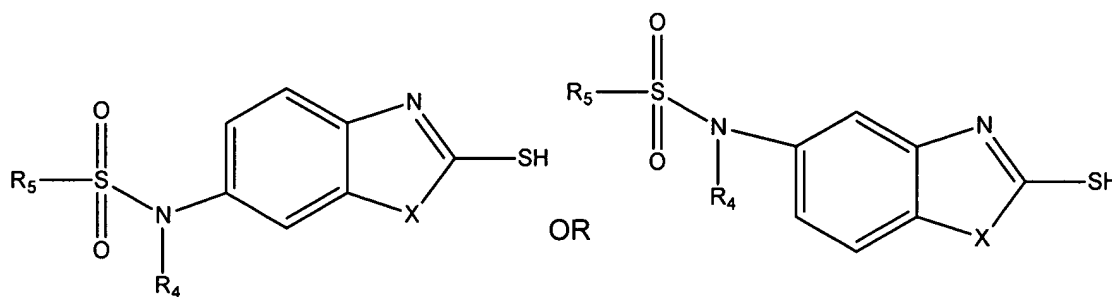
wherein R₄ is selected from H and hydrocarbyl;

wherein R₅ is an optionally substituted aryl ring;

and wherein X is selected from S, O, NR₆ and C(R₇)(R₈), wherein R₆ is selected from H and hydrocarbyl groups, wherein each of R₇ and R₈ are independently selected from H and hydrocarbyl groups;

or a salt thereof;

provided that the compound is other than



wherein X is S or O,

R₄ is selected from C₂-C₁₂ substituted alkyl, C₃-C₁₂ branched alkyl, C₂-C₆(alkylene)Q₁₄,

-CH(CF₃)₂, -CH(((CF₂)_nCF₃)_n, -CH(CF₃)Q₁₁, -CHQ₁₂(aryl), -CHQ₁₁(heteroaryl),

-CHQ₁₁(heterocyclyl), cycloalkyl, or a monocyclic 3-7 membered ring containing zero to three heteroatoms, wherein such heteroatoms are selected from O, N, or S;

Q₉ is selected from hydrogen, halogen, -CN, -C(O)CF₃, -S(O)_nCF₃, -C(O)CH₂F, -CH(OH)CF₃,

-N(CN)₂, -C(CN)₃, -CHQ₁₀Q₁₁, C₁-C₁₂ alkyl, substituted C₁-C₁₂ alkyl, -CF₃, -(CF₂)_mCF₃,

-CH(CF₃)₂, -CF(CF₃)₂, -SO₃H, alkylamino, alkylsulfanyl, aryl, C₁-C₁₂ alkoxy, substituted C₁-C₁₂ alkoxy, C(X)Q₁₀, -CQ₁₁(V)Q₁₂, -CH₂CQ₁₁(V)Q₁₂, -S(O)_nR₁₂, -S(O)₂NHMe(OH),

-S(O)₂NH(2-thiazolyl), -(4-oxo-2-thioxo-thiazolidin-5-ylidene), tetrazolyl,

-CH₂(1,1-dioxo-1λ⁶-thiomorpholin-4-yl), -S(O)₂CH₂NO₂, S(O)₂CH₂S(O)₂Q₁₂,

-P(O)(OQ₁₁)Q₁₂, -NR₁₁P(O)OQ₁₂, -P(O)(NQ₁₁Q₁₂), a substituted or unsubstituted monocyclic 3-7 membered ring containing one to three heteroatoms, wherein such heteroatoms are selected from O, N, or S;

Q₁₀ is selected from hydroxy, amino, -NHCN, C₁-C₁₂ alkyl, substituted C₁-C₁₂ alkyl, cycloalkyl, alkylamino, C₁-C₁₂ alkoxy, -CF₃, heterocyclyl or aryl;

Q₁₁ is selected from hydrogen, C₁-C₁₂ alkyl, substituted C₁-C₁₂ alkyl, heterocyclyl, or aryl;

Q₁₂ is selected from C₁-C₁₂ alkyl, substituted C₁-C₁₂ alkyl, heterocyclyl, or aryl ;

Q₁₃ is selected from substituted C₂-C₁₂ alkyl, substituted C₂-C₁₂ alkenyl, substituted C₂-C₁₂ alkynyl, heterocyclyl, alkylether, alkylamino, and unsubstituted or substituted heteroaryl or -Q₉-substituted phenyl ;

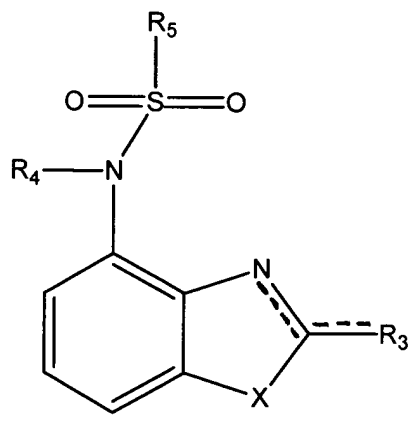
Q₁₄ is -COQ₃;

Q₃ is selected from hydrogen, hydroxy, amino, C₁-C₁₂alkyl, substitutedC, -C₂ alkyl, alkylamino, aryl, C₁-C₁₂ alkoxy, substituted C₁-C₁₂ alkoxy, or a monocyclic 3-7 membered ring containing zero to three heteroatoms, wherein such heteroatoms are selected fromO, N, or S, wherein such substituents are independently chosen from Q₉;

X is O, S, NO₄, NOQ₄, NCN, NNO₂, CQ₁₁NO₂, CQ₁₁CN, C(CN)₂, CQ₁₁Q₁₂, or N-NQ₁₁Q₁₂;

V is -OH,-SH,-CN;

further provided that the compound is not



wherein X is NR₆ or C(R₇)(R₈), R₄ is H or lower alkyl;

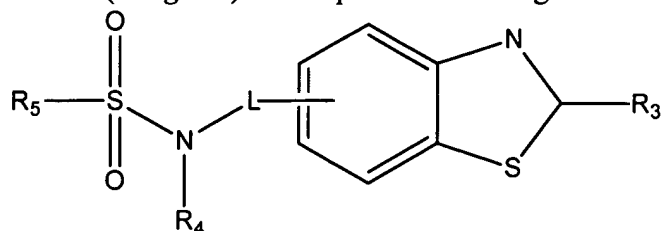
further provided that the compound is not 6-(4-fluorobenzenesulfonylamino)indoline.

2. **(Cancelled)**

3. **(Original)** A compound according to claim 1 wherein L is not present.

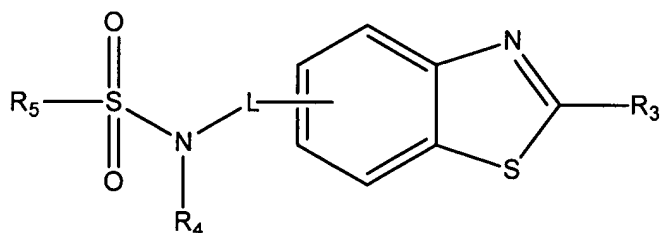
Claims 4-7 **(Cancelled)**

8. **(Original)** A compound according to claim 1 having Formula III
Formula III



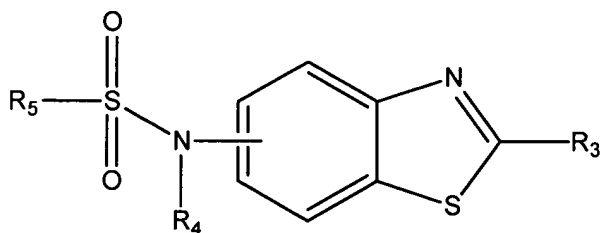
or a salt thereof.

9. **(Original)** A compound according to claim 1 having Formula IV
Formula IV



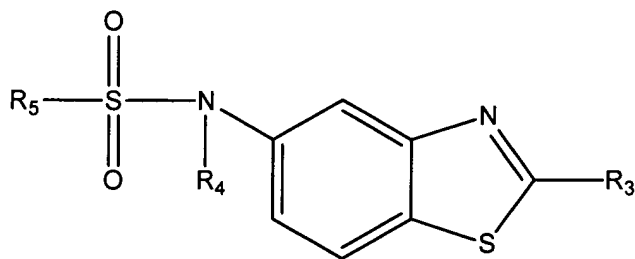
or a salt thereof.

10. **(Original)** A compound according to claim 1 having Formula V
Formula V



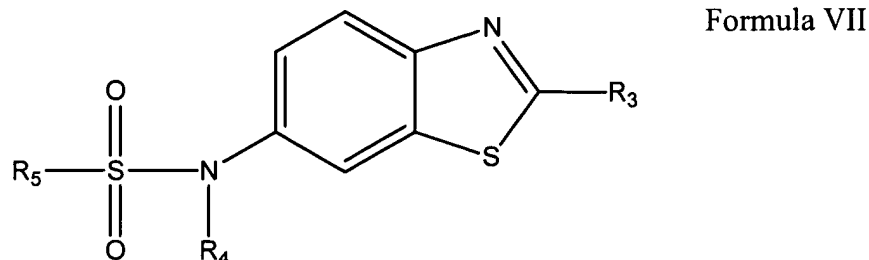
or a salt thereof.

11. **(Original)** A compound according to claim 1 having Formula VI
Formula VI



or a salt thereof.

12. **(Original)** A compound according to claim 1 having Formula VII



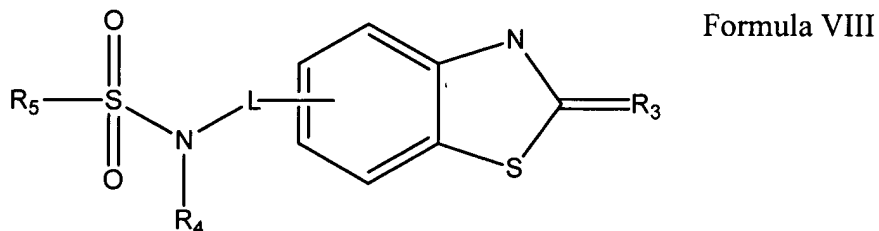
or a salt thereof.

13. **(Original)** A compound according to claim 1 wherein R₃ is selected from H, hydrocarbyl, -S-hydrocarbyl, -S-H, halogen and N(R₉)(R₁₀), wherein each of R₉ and R₁₀ are independently selected from H and hydrocarbyl groups.

14. **(Previously Amended)** A compound according to claim 1 wherein R₃ is selected from H and C₁-C₁₀ alkyl groups.

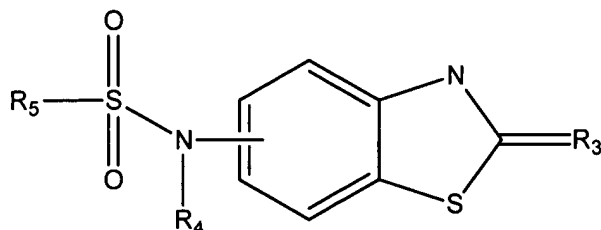
15. **(Original)** A compound according to claim 1 wherein R₃ is -CH₃.

16. **(Original)** A compound according to claim 1 of Formula VIII



or a salt thereof.

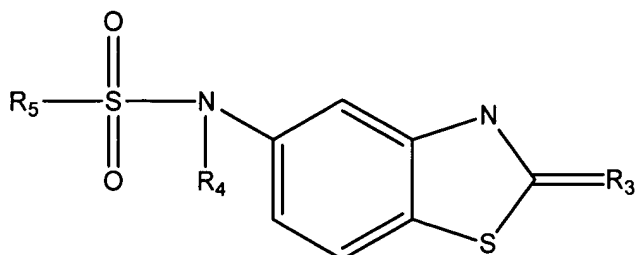
17. **(Original)** A compound according to claim 1 having Formula IX



Formula IX

or a salt thereof.

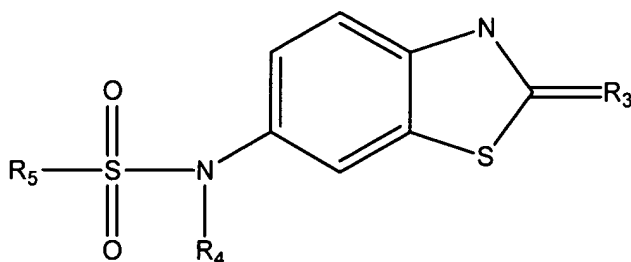
18. **(Original)** A compound according to claim 1 having Formula X



Formula X

or a salt thereof.

19. **(Original)** A compound according to claim 1 having Formula XI



Formula XI

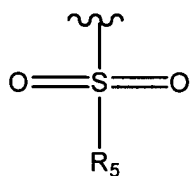
or a salt thereof.

20. **(Original)** A compound according to claim 1 wherein R₃ is selected from O, hydrocarbyl, and N(R₉) wherein R₉ is selected from H and hydrocarbyl groups.

21. **(Original)** A compound according claim 1 wherein R₃ is selected from O, C₁-C₁₀ alkenyl groups, NH and N-C₁-C₁₀ alkyl groups.

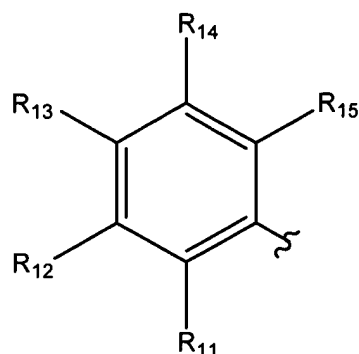
22. **(Original)** A compound according to claim 21 wherein R₃ is a C₁-C₆ alkenyl group.

23. **(Original)** A compound according to claim 21 wherein R_3 is a C_1 - C_3 alkenyl group.
24. **(Original)** A compound according to claim 21 wherein R_3 is a N - C_1 - C_6 alkyl group.
25. **(Original)** A compound according to claim 21 wherein R_3 is a N - C_1 - C_3 alkyl group.
26. **(Original)** A compound according to claim 1 wherein R_4 is selected from H and C_1 - C_{10} alkyl groups.
27. **(Original)** A compound according to claim 26 wherein R_3 is a C_1 - C_6 alkyl group.
28. **(Original)** A compound according to claim 26 wherein R_3 is a C_1 - C_3 alkyl group.
29. **(Original)** A compound according to claim 1 wherein R_4 is H .
30. **(Original)** A compound according to claim 1 wherein R_4 is a group of the formula.



Claims 31-34 **(Cancelled)**

35. **(Original)** A compound according to claim 1 wherein R_5 is a group having the formula



wherein each of R₁₁, R₁₂, R₁₃, R₁₄ and R₁₅ are independently selected from H, halogen, and hydrocarbyl groups.

36. **(Original)** A compound according to claim 35 wherein each of R₁₁, R₁₂, R₁₃, R₁₄ and R₁₅ are independently selected from H, halogen, alkyl, phenyl, O-alkyl, O-phenyl, nitrile, haloalkyl, carboxyalkyl, -CO₂H, CO₂alkyl, and NH-acetyl groups.

37. **(Original)** A pharmaceutical composition comprising a compound according to claim 1 optionally admixed with a pharmaceutically acceptable carrier, diluent, excipient or adjuvant.

38. **(Withdrawn)** A method of preventing or treating a condition or disease associated with 11 β -HSD, comprising administering an effective amount of a compound according to claim 1 to an individual in need thereof.

39. **(Withdrawn)** The method according to claim 38 wherein the condition or disease is selected from metabolic disorders; cardiovascular disorders; glaucoma; inflammatory disorders; immune disorders; bone disorders; cancer, intra-uterine growth retardation; apparent mineralocorticoid excess syndrome (AME); polycystic ovary syndrome (PCOS); hirsutism; acne; oligo- or amenorrhea; adrenal cortical adenoma and carcinoma; Cushing's syndrome; pituitary tumours; invasive carcinomas; breast cancer; and endometrial cancer.

40. **(Withdrawn)** The method according to claim 39 wherein the condition or disease is diabetes or obesity.

41. **(Withdrawn)** The method according to claim 39 wherein the condition or disease is hypertension.
42. **(Withdrawn)** The method according to claim 39 wherein the condition or disease is arthritis or asthma.
43. **(Withdrawn)** The method according to claim 39 wherein the condition or disease is osteoporosis.
44. **(Withdrawn)** The method according to claim 38 wherein the 11 β -HSD is 11 β -HSD Type 1.
45. **(Withdrawn)** The method according to claim 38 wherein the 11 β -HSD is 11 β -HSD Type 2.
46. **(Withdrawn)** A method of preventing or treating a condition or disease associated with adverse 11 β -HSD levels, comprising administering an effective amount of a compound according to claim 1 to an individual in need thereof.
47. **(Withdrawn)** A method of modulating 11 β -HSD activity, comprising administering an effective amount of a compound according to claim 1.
48. **(Withdrawn)** A method of inhibiting 11 β -HSD activity, comprising administering an effective amount of a compound according to claim 1.
49. **(Withdrawn)** A method comprising (a) performing a 11 β -HSD assay with at least one candidate compound according to claim 1; (b) determining whether at least one of said candidate compounds is capable of modulating 11 β -HSD activity, and (c) selecting at least one of said candidate compounds that is capable of modulating 11 β -HSD activity.

50. **(Withdrawn)** A compound identified by the method according to claim 49.
51. **(Withdrawn)** A pharmaceutical composition comprising the compound according to claim 50 optionally admixed with a pharmaceutically acceptable carrier, diluent, excipient or adjuvant.
52. **(Withdrawn)** A method of preventing or treating a condition or disease associated with 11 β -HSD, comprising administering an effective amount of a compound according to claim 50 to an individual in need thereof.
53. **(Withdrawn)** The method according to claim 52 wherein the condition or disease is selected from metabolic disorders, cardiovascular disorders; glaucoma; inflammatory disorders; immune disorders; bone disorders; cancer; intra-uterine growth retardation; apparent mineralocorticoid excess syndrome (AME); polycystic ovary syndrome (PCOS); hirsutism; acne; oligo- or amenorrhea; adrenal cortical adenoma and carcinoma; Cushing's syndrome; pituitary tumours; invasive carcinomas; breast cancer; and endometrial cancer.
54. **(Withdrawn)** A method of preventing or treating a condition or disease associated with adverse levels of 11 β -HSD, comprising administering an effective amount of a compound according to claim 50 to an individual in need thereof.
55. **(Withdrawn)** The method according to claim 49 wherein the 11 β -HSD is selected from 11 β -HSD Type 1 and 11 β -HSD Type 2.
56. **(Withdrawn)** A method comprising (a) performing a 11 β -HSD assay with at least one candidate compound according to claim 1; (b) determining whether at least one of said candidate compounds is capable of inhibiting 11 β -HSD activity; and (c) selecting at least one of said candidate compounds that is capable of inhibiting 11 β -HSD activity.
57. **(Withdrawn)** A compound identified by the method according to claim 56.

58. **(Withdrawn)** A pharmaceutical composition comprising the compound according to claim 57 optionally admixed with a pharmaceutically acceptable carrier, diluent, excipient or adjuvant.

59. **(Withdrawn)** A method of preventing or treating a condition or disease associated with 11 β -HSD, comprising administering an effective amount of a compound according to claim 57 to an individual in need thereof.

60. **(Withdrawn)** The method according to claim 59 wherein the condition or disease is selected from metabolic disorders; cardiovascular disorders; glaucoma; inflammatory disorders; immune disorders; bone disorders; cancer; intra-uterine growth retardation; apparent mineralocorticoid excess syndrome (AME); polycystic ovary syndrome (PCOS); hirsutism; acne; oligo- or amenorrhea; adrenal cortical adenoma and carcinoma; Cushing's syndrome; pituitary tumours; invasive carcinomas; breast cancer; and endometrial cancer.

61. **(Withdrawn)** A method of preventing or treating a condition or disease associated with adverse levels of 11 β -HSD, comprising administering an effective amount of a compound according to claim 57 to an individual in need thereof.

62. **(Withdrawn)** The method according to claim 56 wherein the 11 β -HSD is selected from 11 β -HSD Type 1 and 11 β -HSD Type 2.

63. **(Original)** A compound according to claim 1 wherein R₃ is a C₁-C₆ alkyl group.

64. **(Original)** A compound according to claim 1 wherein R₃ is a C₁-C₃ alkyl group.